

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:

ENERGY RECOVERY GROUP, LLC

Alleged Debtor.

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CASE NO. 06-41568

INVOLUNTARY CHAPTER 7 CASE

**NOTICE OF CONSENT TO ENTRY OF ORDER FOR RELIEF AND MOTION
TO CONVERT CASE TO CHAPTER 11 PURSUANT TO 11 U.S.C. § 706(a) AND
LOCAL BANKRUPTCY RULES 1017(a) AND 9007(a)**

**TO: THE HONORABLE BRENDA T. RHOADES
UNITED STATES BANKRUPTCY JUDGE:**

Energy Recovery Group, LLC, (the “Debtor” or “Company”), the Debtor in the above captioned chapter 7 case (the “Case”), files its *Notice of Consent to Entry of Order for Relief and Motion to Convert Case to Chapter 11 Pursuant to 11 U.S.C. § 706(a) and Local Bankruptcy Rules 1017(a) and 9007(a)* (the “Motion”). In support of its Motion the Debtor respectfully represents as follows:

CONSENT TO ORDER FOR RELIEF

1. On or about September 26, 2006 an involuntary petition was commenced against the Debtor under Chapter 7 of the Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the “Bankruptcy Code”), by three separate creditors of the Debtor.

2. Pursuant to this Motion, the Debtor consents to the entry of an Order for Relief in the above-referenced case.

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MOTION TO CONVERT CASE TO CHAPTER 11 PURSUANT TO
11 U.S.C. § 706(a) AND LOCAL BANKRUPTCY RULES 1017(a) AND 9007(a) - Page 1 of 3**

MOTION TO CONVERT CASE TO CHAPTER 11

3. The Debtor hereby requests pursuant to § 706(a) and Local Bankruptcy Rules 1017(a) and 9007(a), that the Case be immediately converted from a case under chapter 7 to a case under chapter 11 of the Bankruptcy Code.

WHEREFORE, the Debtors respectfully request that the Court enter an Order converting the Case to a case under chapter 11 of the Bankruptcy Code and for such other or further relief to which the Debtor may be entitled.

Dated: December 14, 2006

Respectfully submitted,

COX SMITH MATTHEWS INCORPORATED

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Dallas, Texas 75270

(214) 698-7800

(214) 698-7899 (Fax)

By: /s/ Mark E. Andrews

Mark E. Andrews

State Bar No. 01253520

**PROPOSED ATTORNEYS FOR THE
DEBTOR AND DEBTOR-IN-POSSESSION**

**NOTICE OF CONSENT TO ENTRY OF ORDER FOR RELIEF AND
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11 U.S.C. § 706(a) AND LOCAL BANKRUPTCY RULES 1017(a) AND 9007(a) - Page 2 of 3

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 14th day of December, 2006, a true and correct copy of the *Notice of Consent to Entry of Order for Relief and Motion to Convert Case to Chapter 11 Pursuant to 11 U.S.C. § 706(a) and Local Bankruptcy Rules 1017(a) and 9007(a)* was served by United States First Class Mail, postage prepaid, to the parties listed on the attached Service List.

/s/ Mark E. Andrews
Mark E. Andrews